



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604
312/427-4900

5 112A062

Date APR 22 1985

Fee \$ 10.00

ICC Washington, D.C.

April 18, 1985

RECORDATION NO. 14513-B Filed 1425

APR 22 1985 12:15 PM

INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series S, Supplement No. 2,
dated April 1, 1985

Dear Secretary:

Enclosed herewith please find an original and one counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 2, dated as of April 1, 1985, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of December 1, 1984.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 14513.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Trustee:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series S, is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I should like to have returned to me bearing the recordation information.

Interstate Commerce Commission
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A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

Gus Svolos/lbm
Gus Svolos
Vice President-Law

JQG/LBM/lgd

Enclosures

EQUIPMENT TRUST, SERIES S

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
14	2250 HP Diesel Electric Locomotives, General Electric Company Model B23-7; General Electric Company, Builder; Nos. 6405 to 6418, both inclusive	\$857,000	\$11,998,000
1	3900 HP Diesel Electric Locomotive, General Electric Company Model B39-8; General Electric Company, Builder; No. 7401	857,000	857,000
15	3600 HP Diesel Electric Locomotives, General Motors Corporation (Electro-Motive Division) Model GP-50; General Motors Corporation (Electro- Motive Division), Builder; Nos. 3840 to 3854, both inclusive	1,075,071	<u>16,126,065</u>
30	TOTAL		<u>\$28,981,065</u>

Interstate Commerce Commission
Washington, D.C. 20423

4/22/85

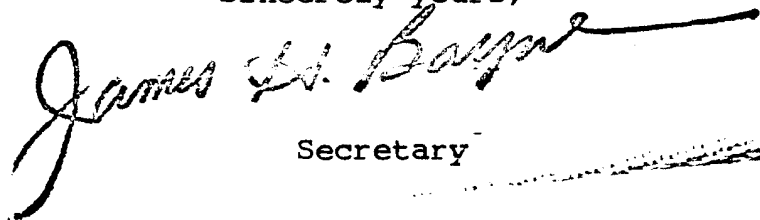
OFFICE OF THE SECRETARY

Gus Svolos
Vice President-Law
Atchison, Topeka & Santa Fe Railway Co.
80 East Jackson Blvd.
Chicago, Illinois 60604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/22/85 at 12:15pm and assigned re-recording number(s) . 14513-B

Sincerely yours,


Secretary

Enclosure(s)

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES S

RECORDATION NO. 14513-B
APR 22 1985 12 15 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 2, dated as of April 1, 1985, to Equipment Trust Agreement, dated as of December 1, 1984 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), and Harris Trust and Savings Bank, as Trustee (the "Trustee"), by which The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series S, is created.

WHEREAS, the Company wishes to amend Article Four, Section 4.4, of the Agreement in the manner hereinafter set forth;

WHEREAS, there are no Trust Certificates currently outstanding under the Agreement;

WHEREAS, Article Nine, Section 9.04, of the Agreement permits the Company and the Trustee to make said amendment without the consent of the holders of the Trust Certificates; and

WHEREAS, the Trustee is agreeable to making said amendment.

NOW THEREFORE, the Company and the Trustee agree as follows:

1. Article Four, Section 4.4 of the Agreement is hereby amended by inserting the words "125 percent" in lieu of "100 percent" at each place therein where the latter appears such that Article Four, Section 4.4 of the Agreement shall provide as follows:

SECTION 4.4. Ratio of Cost of Trust Equipment to Trust Certificates. If the aggregate final Cost of the Trust Equipment shall be less than 125 percent of the aggregate principal amount of Trust Certificates issued hereunder, the Company will at its option either (a) cause to be purchased or constructed and transferred to the Trustee by supplement hereto, subject to all the terms of this Agreement, additional Equipment in such amount and of such Cost that the aggregate final Cost of the Trust Equipment will be at least 125 percent of the aggregate principal amount of Trust Certificates issued hereunder or (b) pay to the Trustee (in addition to all other amounts to be paid by it under the provisions of this Agreement) as additional rent such amount, if any, as shall, when added to:

(i) The aggregate final Cost of such of the Trust Equipment as shall have been transferred to the Trustee under this Agreement; and

(ii) Any net proceeds from the sale of Trust Certificates, together with any Advance Rental paid to the Trustee, held by the Trustee after payment of the aggregate final Cost of such Trust Equipment so transferred and delivered;

equal 125 percent of the aggregate principal amount of Trust Certificates issued hereunder.

2. Except as hereby amended, the Agreement, as amended by Supplement No. 1, dated as of January 1, 1985, shall remain in full force and effect.

3. The Company shall cause this Supplement to be filed and recorded with the Interstate Commerce Commission in the manner provided by Section 7.4 of the Agreement.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

ATTEST:

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

J. M. McGovern
Assistant Secretary

By *D. S. Rugg*
Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,
as Trustee

J. Bartel
Assistant Secretary

By *R. S. Mason*
Vice President

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On the 16TH day of APRIL, before me personally appeared D. G. Ruegg, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

John Thomas
Notary Public

[Notarial Seal]

My Commission Expires Feb. 3, 1988

My Commission Expires

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On the 11th day of April, before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

L. C. Callahan
Notary Public

[Notarial Seal]

My Commission Expires MARCH 8, 1988